

ORDER
OF THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY
OF THE STATE OF HAWAII

In re Application of)	APPLICATION NO. KAK 18-038
)	
Victoria Ward, Limited,)	
)	
Applicant)	
)	
For a Planned Development Permit for Land)	
Block 1, Project 4)	

FINDINGS OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER

On April 16, 2018, VICTORIA WARD, LIMITED (“VWL”) submitted an application (“Application”) for a planned development permit pursuant to Chapter 206E of the Hawaii Revised Statutes (“HRS”), Chapter 15-22 (“Vested Rules”) and Chapter 15-219 of the Hawaii Administrative Rules (“HAR”) for a proposed mixed-use, high-rise condominium project known as Land Block One (1), Project Four (4) of the Ward Neighborhood Master Plan (“Project”). The property affected by this Application is located within the Kakaako Community Development District (“KCDD”) on the makai side of Land Block One (1), bound by Queen Street on the Mauka side, Kamakee Street on the Diamond Head side, Auahi Street on the Makai side, and Ward Avenue on the Ewa side and further identified as Tax Map Key Nos. (1) 2-3-002:109, and 110 (por.).

The Hawaii Community Development Authority (the “HCDA” or “Authority”), having heard and examined the testimony, evidence, and argument of counsel, which were presented during the hearings of June 6 and 13, 2018, along with their respective pleadings filed herein, hereby makes the following Findings of Facts (“FOF”), Conclusions of Law (“COL”), and Decision and Order (“D & O”).

FINDINGS OF FACT

PROCEDURAL HISTORY

1. On April 16, 2018, VWL submitted its Application for the proposed Planned Development Permit.
2. On May 1, 2018, the Application was deemed complete by Hawaii Community Development Authority staff ("HCDA staff").
3. On May 1, 2018, the Application was posted on HCDA's website in accordance with HRS § 206E-5.5 (2).
4. On May 1, 2018, the Notice of Public Hearing was published in accordance with HRS § 1-28.5, 92-41, 206E-5.5, and 206E-5.6, and HAR § 15-219-27.
5. In accordance with the provisions of HRS § 206E-5.6, the President of the Senate and Speaker of the House of Representatives were notified of the posting of the Notice of Public Hearing.
6. Associations of apartment owners of residential buildings in the KCDD adjacent to the Project, surrounding landowners and businesses, the Ala Moana/Kakaako Neighborhood Board, and the Kakaako Improvement Association were notified of the Application and the public hearings.
7. Various elected officials and State and County agencies were also notified of the Application and the public hearings.
8. The Notice of Public Hearing was also provided to approximately one-hundred sixty-two (162) individuals and organizations that have shown interest in development in

Kakaako in the past and who have requested that they be kept informed of development activities in the KCDD.

9. On May 1, 2018, notifications by first class United States mail, postage prepaid, were made to owners and lessees of record of real property located within a three-hundred (300) foot radius of the perimeter of the proposed Project identified from the most current list available from the Real Property Assessment Division of the Department of Budget and Fiscal Services of the County of Honolulu.

10. The mailed notifications included, without limitation, (a) project specifications, (b) requests for modifications of a community development plan or the authority's community development rules; and (c) procedures for intervention and a contested case hearing.

11. The Notice of Public Hearing noted the deadline to intervene was May 21, 2018.

12. On May 18, 2018, the Honolulu Authority for Rapid Transportation ("HART") filed a Motion to Intervene.

13. HART's intervention noted that HART did not oppose the Project but wanted to intervene and participate in the proceeding to coordinate with VWL and HCDA on any issues that could affect HART's acquisition of the approved easements and plans for the fixed guideway system on Land Block One (1).

14. On May 25, 2018, VWL filed its Position Statement on HART's Motion to Intervene filed May 18, 2018 (hereafter "Position Statement").

15. VWL's Position Statement questioned HART's standing for the Motion to Intervene but did not oppose it and requested that the Authority hold HART to its representations and to appropriately limit its role.

16. On May 23, 2018, a pre-hearing conference was held at HCDA's office at 547 Queen Street, Honolulu, Hawaii 96813.

17. The pre-hearing conference was attended by HCDA staff, VWL, and HART.

18. On May 23, 2018, HCDA issued its Pre-Hearing Order requiring both the Applicant and HART to submit witness lists, exhibit lists, and exhibits by May 25, 2018.

19. In compliance with the Pre-Hearing Order VWL submitted its witness list, exhibit lists, and exhibits on May 25, 2018.

20. On May 25, 2018, HART filed a statement noting that it did not intend to call any witnesses or present any exhibits at the hearing beyond what it previously submitted in its Motion to Intervene.

21. Prior to the June 6, 2018 Hearing, comments regarding the Project were received from the following governmental agencies:

- City and County of Honolulu Department of Transportation Services ("DTS")
 - Letter dated 5/16/2018
- City and County of Honolulu Department of Planning and Permitting ("DPP")
 - Letter dated 5/18/2018
- State of Hawaii Department of Education ("DOE") - Letter dated 5/23/18

- City and County of Honolulu Board of Water Supply (“BWS”) - Letter dated 5/23/2018
- State of Hawaii Department of Transportation (“DOT”) - Letter dated 5/29/2018

22. Prior to the hearing of June 13, 2018, comments regarding the Project were received from the following agency:

- HART - Letter dated 06/07/2018

23. On June 6, 2018, pursuant to the Notice of Public Hearing, the Presentation Hearing on the Application (hereafter the “June 6, 2018 Hearing”) was held at the HCDA Board Meeting Room located at 547 Queen Street, Honolulu, Hawaii 96813 (hereafter, “HCDA Board Meeting Room”).

24. At the June 6, 2018 Hearing, HART was afforded the opportunity to present argument in support of its Motion to Intervene.

25. At the June 6, 2018 Hearing, VWL presented oral argument in support of VWL’s Position Statement.

26. At the June 6, 2018 Hearing, the Authority, after reviewing HART’s Motion to Intervene and VWL’s Position Statement, granted HART’s Motion to Intervene.

27. At the June 6, 2018 Hearing, both VWL and HART were afforded the opportunity to present information relating to the Project.

28. At the June 6, 2018 Hearing, the public was afforded the opportunity to present comments on the Project.

29. At the June 6, 2018 Hearing, the Authority admitted into evidence all of the following exhibits, including written direct testimony, presented by VWL:

Exhibit	Exhibit Description/Exhibit Title
A	Permit Application (including Appendices)
B	Certification Re: Notification to Owners and Lessees of Record of Real Property Located Within a Three Hundred Foot Radius Pursuant to HRS 206E-5.5
C	Public Facilities Agreement for Land Block 1, Project 4
D	Race Randle Written Direct Testimony
D-1	Race Randle Modification Written Direct Testimony
E	Todd Apo Written Direct Testimony
F	Sig Zane Written Direct Testimony
G	Thomas Witten, FASLA Written Direct Testimony
G-1	Thomas Witten, FASLA Modification Written Direct Testimony
G-2	Thomas Witten, FASLA Curriculum Vitae
H	Joseph Ferraro, FAIA, LEED AP Written Direct Testimony
H-1	Joseph Ferraro, FAIA, LEED AP Curriculum Vitae
I	David Akinaka, AIA Modification Written Direct Testimony
I-1	David Akinaka, AIA Curriculum Vitae
J	Glenn Kuwaye, P.E., LEED AP Written Direct Testimony
J-1	Glenn Kuwaye, P.E., LEED AP Curriculum Vitae
K	Pete Pascua, P.E. Written Direct Testimony
K-1	Pete Pascua, P.E. Curriculum Vitae
L	Matt McDermott, M.A. Written Direct Testimony
L-1	Matt McDermott, M.A. Curriculum Vitae
M	Paul Brewbaker, Ph.D., CBE Written Direct Testimony
M-1	Paul Brewbaker, Ph.D., CBE Curriculum Vitae
N	Chad Takesue Written Direct Testimony
N-1	Chad Takesue Curriculum Vitae
O	Koula slide presentation 1
P	Koula slide presentation 2
Q	Koula slide presentation 3
R	Consolidation and Re-subdivision of Lots 1, 3, 4 and 5 as shown on DPP File No. 2015/SUB-19
S	Consolidation and Re-subdivision Application, Re: TMK (1) 2-3-002: Por. 107, 109 and 110
T	Depiction of Koula terraced podium at Auahi Street – alternate cross section and aerial view
T-1	Pedestrian Promenade with lower sidewalk (existing street alignment)
T-2	Pedestrian Promenade with landscape buffer (existing street alignment)
T-3	Pedestrian Promenade with landscape buffer (narrowed street)
U	Ward Village Block I Economic Impacts demonstrative slides

30. At the June 6, 2018 Hearing, VWL presented the testimony of the following witnesses orally and/or through written testimony:

	Witness	Position Title/Affiliation
1.	Race Randle	Senior Vice President of Development The Howard Hughes Corporation
2.	Todd Apo	Vice President of Community Development The Howard Hughes Corporation
3	Sig Zane	President Sig Zane Kaiao
4	Thomas Witten, FASLA	Principal PBR Hawaii & Associates, Inc.
5	Joseph Ferraro, FAIA, LEED AP	Founding Principal / Chairman Ferraro Choi and Associates Ltd.
6	David Akinaka, AIA	Principal/Vice President & Secretary Ferraro Choi and Associates Ltd.
7	Glenn Kuwaye, P.E., LEED AP	Director of Civil Engineering / Project Manager Wilson Okamoto Corporation
8	Pete Pascua, P.E.	Vice President & Director of Traffic Engineering Wilson Okamoto Corporation
9	Matt McDermott, M.A.	Project Manager / Principal Investigator Cultural Surveys Hawaii, Inc.
10.	Paul Brewbaker, Ph.D., CBE	Principal and Economist TZ Economics
11.	Chad Takesue	Senior Vice President of Sales / Locations

31. The following witnesses were offered by VWL as experts in their respective areas of expertise, and were qualified as such by the Authority:

- a) Thomas Witten, FASLA, Urban Planning;
- b) Joseph Ferraro, FAIA, LEED AP, Architecture;
- c) David Akinaka, AIA, Architecture;
- d) Glenn Kuwaye, P.E., LEED AP, Civil Engineering;
- e) Pete Pascua, P.E., Traffic Engineering;

- f) Matt McDermott, M.A., Archaeology;
- g) Paul Brewbaker, Ph.D., CBE, Economics, Housing Supply and Demand; and
- h) Chad Takesue, Real Estate Marketing, Supply and Demand.

32. At the June 6, 2018 Hearing, HART did not submit any exhibits and elected not to present any witnesses, and cross-examine any witnesses presented by VWL.

33. At the June 6, 2018 Hearing, HART requested that the Authority incorporate a condition in the Decision and Order requiring VWL to communicate and coordinate with HART regarding this Project as well as work HART is conducting in the general vicinity and within the Ward Neighborhood Master Plan (“Ward MP”) area.

34. At the June 6, 2018 Hearing, no members of the public provided oral comments.

35. Prior to the June 6, 2018 Hearing, ten (10) written comments were received from the public.

36. The June 6, 2018 Hearing was adjourned at 5:17 p.m. until 9:00 a.m. June 13, 2018, at which time VWL submitted supplemental evidence in response to questions raised by the Authority.

37. On June 13, 2018, pursuant to the Notice of Public Hearing, the hearing on VWL’s Request for Modification (hereafter the “June 13, 2018 Hearing”) was held at the HCDA Board Meeting Room.

38. At the June 13, 2018 Hearing, the Authority admitted into evidence all of the following supplemental exhibits offered and presented by VWL:

Exhibit	Exhibit Title
V	Rowan Williams Davies & Irwin, Inc. Wind Study Diagram
W	Table 5-5 Ward Village Open Space (Revised)
X	Rendering of Koula / Halekauwila Street Extension
X-1	Rendering of Koula / Service Drive
Y	Koula supplemental slide presentation 1 – Ward Village Central Plaza
Z	Koula supplemental slide presentation 2 – Modification Presentation

39. At the June 13, 2018 Hearing, VWL presented the testimony of the following witnesses orally and/or through written testimony:

	Witness	Position Title and Affiliation
1.	Race Randle	Senior Vice President of Development, The Howard Hughes Corporation
2.	Thomas Witten, FASLA	Principal, PBR Hawaii & Associates, Inc.
3.	David Akinaka, AIA	Principal / Vice President & Secretary, Ferraro Choi and Associates Ltd.
4.	Chad Takesue	Senior Vice President of Sales, Locations, LLC

40. At the June 13, 2018 Hearing, HART did not submit any exhibits, call any witnesses, cross-examine any witnesses presented by VWL.

41. At the June 13, 2018 Hearing, the public was afforded the opportunity to present comments on the requested modification.

42. At the June 13, 2018 Hearings, there were no members of the public who wished to testify.

43. Prior to the June 13, 2018 Hearing, three (3) written comments were received from the public.

44. On June 13, 2018 at approximately 2:15 p.m., VWL concluded its presentation of its Request for Modification.

45. On June 13, 2018 at approximately 2:15 p.m., the Authority closed the evidentiary record of the proceeding.

46. On June 19, 2018, in accordance with HRS § 206E-5.5, HCDA transmitted to the Hawaii State Legislature's Presiding Officers (the President of the Senate, Ronald D. Kouchi and the Speaker of the House of Representative, Scott K. Saiki), summaries of the June 6, 2018 and June 13, 2018 Hearings.

47. On June 20, 2018, HART submitted to the Authority its Statement Re: FOF, COL, and D & O.

48. On June 20, 2018, VWL submitted to the Authority its proposed FOF, COL, and D & O.

APPLICABILITY OF THE 2005 MAUKA AREA RULES CHAPTER 15-22 HAWAII ADMINISTRATIVE RULES AND 2009 and 2012 ORDERS PREVIOUSLY ISSUED BY THE AUTHORITY

49. "Development rights under a master plan permit and a master plan development agreement issued and approved by the authority are vested under the community development district rules in effect at the time of initial approval by the authority and shall govern development on lands subject to such permit and agreement." HRS § 206E-7(b)

50. As set forth in the Nunc Pro Tunc Order Re: Hearing Officer's Proposed Finding of Fact, Conclusions of Law, and Decision and Order for the Ward Neighborhood Master Plan

Permit issued on May 6, 2009, for the effective period of the Master Plan, the Authority's Mauka Area Plan and Mauka Area Rules applicable to development shall be those plans and rules in effect on January 14, 2009.

51. The October 10, 2012 Declaratory Order Re: Applicability of Condition No. 4 of Nunc Pro Tunc Order Re: Hearing Officer's Proposed Findings of Fact, Conclusion of Law, and Decision and Order for a Master Plan Permit, Issued by the Authority on January 14, 2009, amended Condition 4 issued by the Authority and granted VWL's petition for: (a) deletion of Halekauwila Extension shown in the Mauka Area Plan on the East side of Ward Avenue connecting to Queen Street to be replaced by a street parallel to Queen Street between Ward Avenue and Kamakee Street ("Halekauwila Street Extension Deletion"); (b) Deletion of the park/parking garage facility along the Halekauwila Extension contained in the Mauka Area Plan ("Park/Parking Garage Deletion"); and (c) a single "mixed-use" land use designation for the Ward Neighborhood Master Plan area, instead of the "mixed-use commercial" (MUZ-C) and "mixed-use residential" (MUZ-R) land use designations, which will allow more flexibility in designing and developing the mixed use community that was approved under the Master Plan ("Single Mixed-Use Designation").

WARD NEIGHBORHOOD MASTER PLAN OVERVIEW AND HISTORY

52. On April 2, 2008, pursuant to the Vested Rules, VWL submitted an application to obtain a master plan permit for approximately sixty (60) acres of land in the KCDD.

53. The master plan provisions of the Vested Rules were intended to "encourage timely development, reduce the economic cost of development, allow for the orderly planning

and implementation of public and private development projects, and provide a reasonable degree of certainty in the development approval process.” HAR § 15-22-200(a)

54. “A further purpose and intent” of Subchapter 8, “Master Plan Rules” contained in the 2005 HCDA Mauka Area Rules is to “derive public benefits, such as affordable housing, relocation assistance, public parking, off-site infrastructure and other public facility improvements, which are generally provided by government and would not otherwise be required from private developers.” HAR § 15-22-200(b)

55. The purpose and intent of an approved master plan is to “provide assurances to landowners, developers and investors that projects proposed within a master planned area that are in accordance with the applicable Mauka Area Rules in effect at the time the master plan is approved will not be restricted or prohibited at the permit stage by subsequent changes to those rules. The purpose of this subchapter is to provide landowners and developers assurances that once they have met or agreed to meet all of the terms and conditions of the master plan approval, their rights to development permit approval in accordance with the development rules in effect at the time of master plan approval shall be vested for a specified period” HAR §15-22-200(c)

56. “A further purpose of this subchapter [Master Plan Rules] is to allow greater flexibility in the development of lots within master planned areas than would otherwise be possible through the normal lot-by-lot development approach. Such flexibility is intended to encourage integrated developments and secure better overall planning for extensive land holdings, while recognizing that full development of the area over time would occur

incrementally in accordance with the planned development and base zone development requirements in effect at the time of master plan approval.” HAR § 15-22-200(d)

57. On January 14, 2009, pursuant to the Vested Rules, the Authority approved the Hearing Officer’s Proposed Finding of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, subject to sixteen (16) conditions in the Decision and Order for the Ward Neighborhood Master Plan (hereafter the “January 14, 2009 WNMP D & O”).

58. On May 6, 2009, the Authority issued the Nunc Pro Tunc Order Re: Hearing Officer’s Proposed Finding of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit to resolve a clerical error in the January 14, 2009 WNMP D & O and adopt the January 14, 2009 WNMP D& O as an Amended and Restated Hearing Officer’s Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit (hereafter the “May 6, 2009 WNMP D & O”).

59. Subsequently, as required by Condition No. two (2) of the May 6, 2009 WNMP D & O, HCDA and VWL executed a Master Plan Development Agreement for the Ward MP, effective December 30, 2010 (hereafter the “Development Agreement”).

60. Approximately sixty (60) acres of land located within the KCDD, which includes the Project site are covered under the approved May 6, 2009 WNMP D& O and Development Agreement.

61. Per the May 6, 2009 WNMP D & O, FOF No. 46, “The master plan proposes a mixed-use development including residential, retail, office, commercial, and industrial uses for a total floor area of 9,334,240 square feet, with a floor area ratio (“FAR”) of 3.8. It is a long-range

plan that would span over more than 20 years, potentially including 10-15 different phases. The phasing and mix uses developed under the Master Plan will depend on changing market and social conditions.”

62. The graphic representation and tables in the Ward Neighborhood Master Plan Application (hereafter the “WNMP Application”), dated April 2, 2008, identify land blocks labeled one (1) through six (6), which in combination form a development lot. Pursuant to HAR § 15-22-5, “Development lot means any lot or a combination of lots developed in accordance with the provisions of these rules.”

63. Page sixty-two (62) of the WNMP Application (dated April 2, 2008) outlines the potential phasing strategies for the Ward MP.

64. Page sixty-two (62) of the WNMP Application (dated April 2, 2008) identifies “potential phasing strategies” for the Ward MP. Page twenty-one (21) and twenty-two (22) of the WNMP Application Amendment (dated September 12, 2008) identifies possible development lots for Phase 1 of the Ward MP. However, no specific phasing sequence is identified in the May 6, 2009 WNMP D&O adopted by the Authority.

65. The phasing of development was also set forth in the Development Agreement, which states that “the phasing and timing of development under the Ward MP is intended to be flexible to give VWL the ability to adapt to economic and market conditions.”

66. On October 10, 2012, the Authority issued the Declaratory Order Re: Applicability of Condition No. 4 of Nunc Pro Tunc Order Re: Hearing Officer’s Proposed

Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, Issued January 14, 2009 (hereafter the “Declaratory Order”).

67. VWL has fulfilled the conditions of the May 6, 2009 WNMP D & O that requires VWL’s submission of the following documents prior to submittal of VWL’s initial development permit application:

- Development Agreement,
- October 10, 2012 Declaratory Order Issued by the Authority Re: Applicability of Condition No. 4 of Nunc Pro Tunc Order Re: Hearing Officer’s Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, Issued January 14, 2009, which fulfilled Condition No. 4 of the WNMP D & O regarding amendments to the existing Mauka Area Plan,
- Historic Building Inventory (Fung Associates - June 2012),
- Cultural Impact Assessment (Cultural Surveys Hawaii - May 2012),
- Predictive Archaeological Model (Cultural Surveys - Hawaii May 2012),
- Archaeological Inventory Survey Plan (Cultural Surveys Hawaii - December 2012),
- Regional Traffic Impact Study (Wilson Okamoto - October 2012),
- Sustainability Guidelines (The Howard Hughes Corporation - April 2013).

68. In addition to preparing the sustainability guidelines, VWL submitted the Ward MP to the U.S. Green Building Council’s (“USGBC”) Leadership in Energy & Environmental Design (LEED) for Neighborhood Development Program (“LEED-ND”).

69. The LEED-ND Program’s goal is to awards credits to VWL for a neighborhood’s integration and sustainability achieved through pedestrian orientation, efficient land use, and transportation infrastructure.

70. VWL needs to fulfill its requirements under the May 6, 2009 WNMP D & O regarding tenant relocation.

71. Relocation assistance is required to be provided to affected tenants, first by looking for opportunities within the Ward MP area to the extent feasible, and by working with commercial real estate firms, or brokers for alternative spaces.

72. One of the visions for the Ward MP as set forth in the WNMP Application (dated April 2, 2008) to provide open spaces, parks, plazas, and public facilities. The WNMP Application (dated April 2, 2008) identifies the following:

- a) Central Plaza located on Land Block 1 and 2,
- b) Ewa Plaza to be located on Land Block 5, and
- c) Diamondhead Plaza located on Land Block 4.

73. The May 6, 2009 WNMP D & O stated that VWL proposed 9,334,240 square feet of floor area on approximately 59.96 acres of land (The total land area available for floor area allocation is 56.39 acres and excludes existing streets that are owned by VWL but cannot be considered development lots.) This results in a density of 3.8 Floor Area Ratio ("FAR"), including a bonus of 0.3 FAR for industrial use.

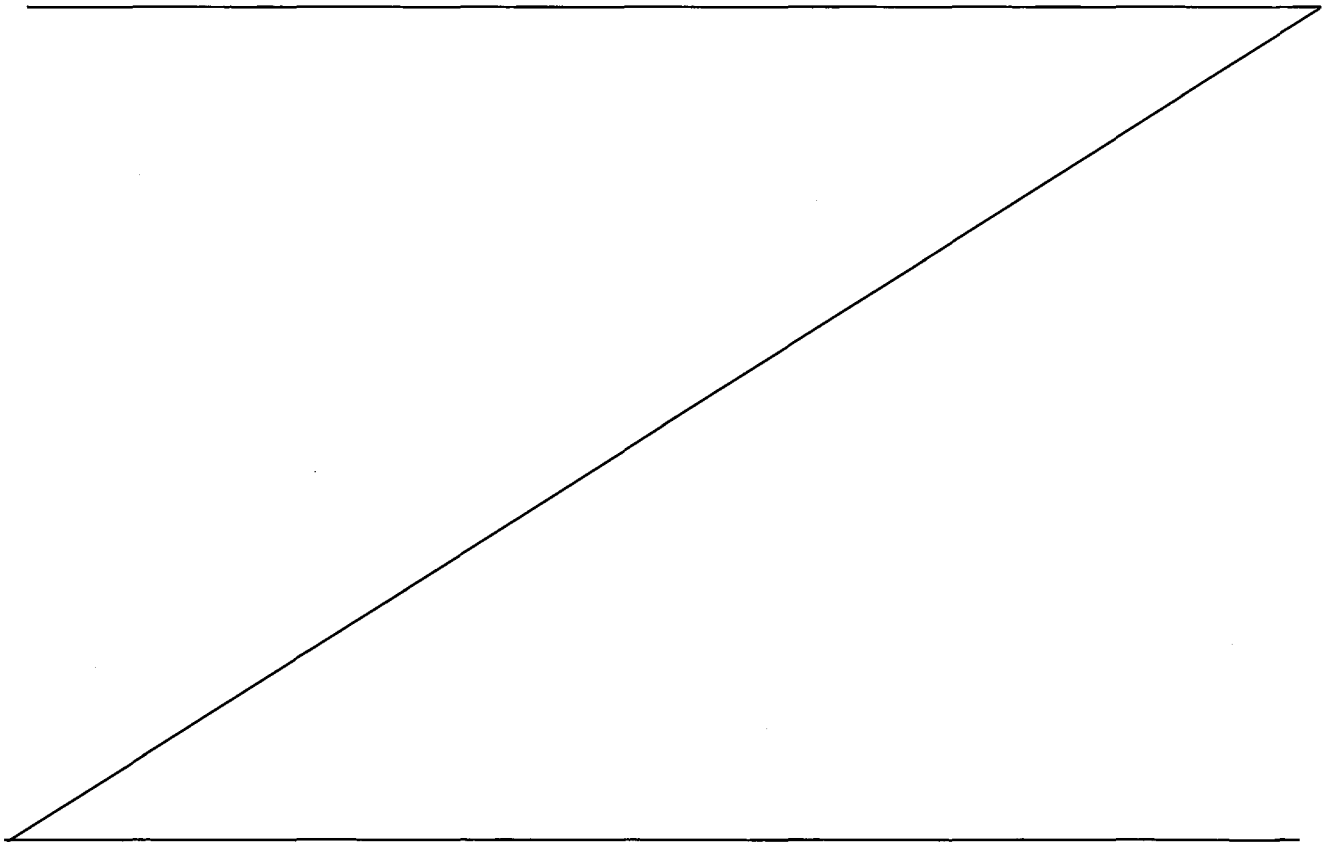
74. HCDA has issued Planned Development Permits for the following six (6) development projects pursuant to the May 6, 2009 WNMP D&O: (a) Waiea (KAK 13-036), (b) Anaha (KAK 13-037), (c) Ke Kilohana (KAK 13-038), (d) Gateway (KAK 14-066), (e) Aeo (KAK 14-074), and (f) Aalii (KAK 16-075).

75. HCDA has issued Base Zone Development Permits for the following three (3) projects: Renovation of the IBM Building (KAK 12-137), Ward Entertainment Center (MUZ 16-00), and Ward Village Shops (MUZ 93-04).

76. To date, there are five (5) completed projects: Renovation of the IBM Building (KAK 12-137), Ward Entertainment Center (MUZ 16-00), Ward Village Shops (MUZ 93-04), Waiea (KAK 13-036), and Anaha (KAK 13-037).

77. To date, VWL currently has two (2) projects under construction: Ke Kilohana (KAK 13-038), and Aeo (KAK 14-074).

78. VWL is seeking its seventh (7th) Planned Development Permit for the Koula Project (KAK 18-038), considered herein.



79. The following table is a list of currently permitted projects, including the proposed Koula Project:

Currently Permitted & Proposed Floor Area (FA) & Floor Area Ratio (FAR) by Land Blocks							
Projects	Land Block 1 (911,887 SF)	Land Block 2 (355,130 SF)	Land Block 3 (270,159 SF)	Land Block 4 (230,706 SF)	Land Block 5 (621,871 SF)	Land Block 6 (66,626 SF)	Total (2,456,379 SF)
IBM	-	-	-	62,500 SF	-	-	62,500 SF
Ward Entertainment Center	213,840 SF	-	-	-	-	-	213,840 SF
Ward Village Shops	-	-	129,778 SF	-	-	-	129,778 SF
Waiea	-	522,654 SF	-	-	-	-	522,654 SF
Anaha	-	-	649,168 SF	-	-	-	649,168 SF
Ke-Kilohana	-	-	-	-	508,829 SF	-	508,829 SF
Aeo	623,175 SF	-	-	-	-	-	623,175 SF
Gateway	-	784,014 SF	-	-	-	-	784,014 SF
Aalii	623,460						623,460
Total	1,460,475 SF	1,306,668 SF	778,946 SF	62,500 SF	508,829 SF	-	4,117,418 SF
FAR	1.60	3.68	2.88	0.27	0.82	0	1.68
Proposed Project for Development Permit							-
Koula	697,570 SF	-	-	-	-	-	697,570 SF
Total	2,158,045 SF	1,306,668 SF	778,946 SF	62,500 SF	508,829 SF	-	4,814,988 SF
FAR	2.37	3.68	2.88	0.27	0.82	0	1.96

80. VWL, accounting for the completed projects and the projects with development permits already granted, has developed 4,117,418 square feet or forty-four percent (44%) of the allowable 9,334,240 square feet of floor area, which results in a FAR of 1.68.

81. With the proposed Project, which has a floor area of 697,570 square feet, the total floor area to be developed within the Ward MP will increase to 4,814,988 square feet. This will result in fifty-two percent (52%) of the allowable 9,334,240 square feet of floor area, translating to an FAR of 1.96 being developed within the Ward MP.

82. After the completion of the Project, VWL will have a projected and planned remaining floor area of 4,519,252 square feet, translating to forty-eight percent (48%) of the total floor area of 9,334,240 square feet to be developed.

83. As set forth under FOF Nos. forty-six (46) and sixty-eight (68) of the May 6, 2009 WNMP D & O there is a requirement to provide 736,914 square feet of industrial floor area within the Ward MP to take advantage of the 0.3 FAR industrial bonus.

84. To date VWL has not utilized the 0.3 FAR industrial bonus for its approved planned development permits for the completed developments.

85. VWL is required to provide a development program for providing industrial floor area within the Ward MP prior to the HCDA approval of a certificate of occupancy for the Aalii project.

PROJECT DESCRIPTION

Site Description:

86. The Project is located on Land Block One (1) of the Ward MP, mauka of Auahi Street, and northwest of the Ward Entrainment Center.

87. Land Block One (1) is bordered by Queen Street to the north (Mauka), Kamakee Street to the east (Diamond Head), Auahi Street to the south (Makai), and Ward Avenue to the west (Ewa).

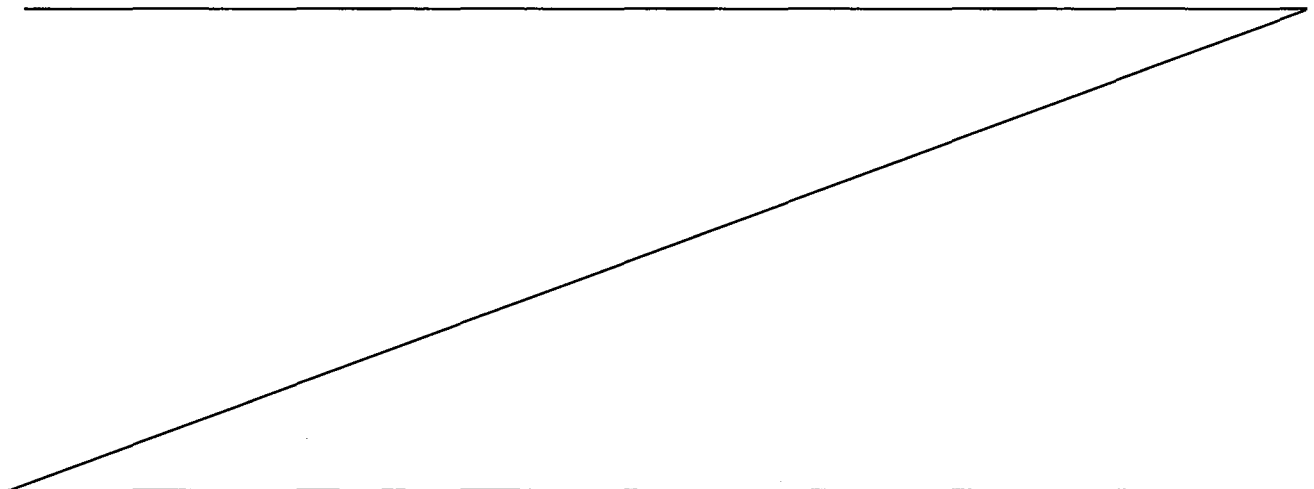
88. Land Block One (1) totals approximately 20.93 acres and comprises one development lot, which is governed by a joint development agreement.

89. Subdivision of Existing lots within TMK Parcel No. (1) 2-3-002:109 and TMK 2-3-002:110 will be completed by VWL in order to create a separate parcel for the Project site.

90. The approximately 82,049 square foot Project site is vacant.

Zoning:

91. Per the Declaratory Order, the Project site has a single mixed-use zoning designation.



FAR:

92. The allowable FAR and the corresponding allowable floor area for Land Block

One (1) are set forth in the table below:

Ward MP – Land Block 1	
Land Area of Land Block 1	20.93 acres or 911,887
Projects on Land Block 1	
Ward Entertainment Center (MUZ 16-00) (Existing)	213,840 SF
Project 2 (KAK 14-075) Aeo (Under Construction)	623,175 SF
Project 3 (KAK 16-075) Aalii (Permitted)	623,460 SF
Project 4 (KAK 18-038) Koula (Proposed)	697,570
Total Floor Area on Land Block 1	2,158,045 SF
Total Floor Area Ratio on Land Block 1	2.37
Projected Remaining Floor Area Planned & Projected Total Floor Area	
Projected Remaining Floor Area Planned on Land Block 1	1,397,900 SF
Projected Total Floor Area on Land Block 1	3,555,945 SF
Projected Floor Area Ratio	3.90
Projected Floor Area Transfer	3%

93. The FAR for approved permits is subject to revision as plans are finalized for construction.

94. The Project will consist of approximately 697,570 square feet of new floor area and a maximum tower footprint of approximately 15,944 square feet.

Building Description:

95. The Project is anticipated to include approximately five hundred seventy (570) residential units.

96. The Project's proposed building height of four-hundred (400) feet and height allowance for rooftop elements comply with the height requirement in the Vested Rules.

97. The Project's proposed height of the podium is seventy-five (75) feet, with up to fifteen percent (15%) of the platform roof area to be built up to eight-seven (87) feet for accessory uses. This requires a modification of the provisions of HAR § 15-22-62.

98. The Project is oriented in a Mauka-Makai direction to preserve view corridors. Per HAR § 15-22-66 (a) "the purpose of this section is to provide view corridors along certain streets within the district in order to protect the scenic views of the mountains, sea, and sky, to provide visual relief of building masses, and to allow light and air at the street level." HAR § 15-22-66 (a)

Front Yard:

99. As required by the Vested Rules, the Project will provide a fifteen (15) foot front yard setback along Auahi Street, which is the only public street that borders the Project site.

Open Space:

100. The WNMP Application (dated April 2, 2008) includes the development of two (2) public plazas that are connected to Auahi Street.

101. Pursuant to the Vested Rules, the Project, which has a development lot area of approximately 82,049 square feet, requires that VWL provide an open space of approximately 8,205 square feet for the Project.

102. The Project will provide approximately 10,800 square feet of open space within the Project site, which translates to thirteen percent (13%) of the Project site.

103. The table below shows the proposed open space to be provided per the Ward Neighborhood Master Plan Application Addendum (hereafter the “WNMP Application Addendum”), dated September 12, 2008:

WNMP Proposed Open Space				
Land Block	Land Area	Required Open Space at 10 %	Proposed Open Space	Percentage of Proposed Open Space
1	911,189 (SF)	91,189 (SF)	29,965	3%
2	355,130 (SF)	35,513 (SF)	68,158	19.2%
3	270,159 (SF)	27,016 (SF)	35,087	13%
4	230,706 (SF)	23,071 (SF)	34,245	14.8%
5	621,871 (SF)	62,187 (SF)	43,365	7%
6	66,626 (SF)	6,663 (SF)	7,951	11.9%
In Future Phases	-	-	26,867	-
Total	2,456,379 (SF)	245,638 (SF)		10%

104. Page nineteen (19) of the WNMP Application Addendum (dated September 12, 2008) indicates that a total of 245,638 square feet of open space will be provided for the Ward MP, which is ten percent (10%) of the land area covered under the Ward MP.

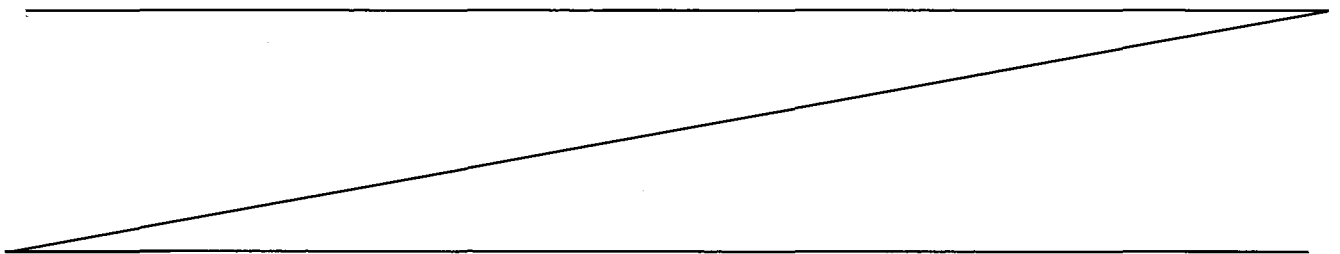
105. A portion of the Central Plaza on Land Block One (1) will have a land area of 53,251 square feet and a portion of the Central Plaza on Land Block Two (2) will have a land area of 34,371 square feet. The portion of the Central Plaza on Land Block Two (2) has been perpetually dedicated for public use.

106. A summary of open space provided by VWL to date for the Ward MP is provided in the table below:

SUMMARY OF WNMP Open Space (OS)	
<i>OS for Existing & Under Construction Projects (To Date)</i>	
Land Block 1- (Ward Entertainment Center)	2,859 (SF)
Land Block 1-Project 2 (Aeo)	5,047 (SF)
Land Block 2-Project 1(Waiea)	13,667 (SF)
Land Block 3- (Ward Village Shops)	32,988 (SF)
Land Block 3-Project 1 (Anaha)	10,907 (SF)
Land Block 4- (IBM)	9,695 (SF)
Land Block 5-Project 1 (Ke-Kilohana)	1,323 (SF)
Subtotal of OS for Existing & Under Construction Projects	76,486 (SF)
<i>OS For Projects per HCDA Approved Development Permits (To Date)</i>	
Land Block 1-Project 3 (Aalii)	17,000 (SF)
Land Block 2-Project 2 (Gateway)	42,178 (SF)
Subtotal of OS For Projects Per HCDA Approved Development Permits	59,178 (SF)
<i>OS For Projects Per Pending Development Permits (To Date)</i>	
Land Block 1-Project 4 (Koula)	10,800 (SF)
<i>Total of Existing, Under Construction, Approved & Pending OS per Land Block (To Date)</i>	
Land Block 1	35,706 (SF)
Land Block 2	55,845 (SF)
Land Block 3	43,895 (SF)
Land Block 4	9,695 (SF)
Land Block 5	1,323 (SF)
Land Block 6	0 (SF)
Total of Existing, Under Construction, Approved & Pending OS	146,464 (SF)

Recreation Space:

107. The Project will provide approximately 58,496 square feet of recreation space.



Tower Spacing:

108. Under the Vested Rules, to the extent practicable, tower spacing should be three-hundred (300) feet between the long parallel sides of neighboring towers and two-hundred (200) feet between the short side of towers.

109. The long side of the Project building is at least three-hundred (300) feet from the nearest tower.

110. The short side of the Project building is at least two-hundred (200) feet from the nearest tower.

Off-Street Parking and Off-Street Loading:

111. Under the Vested Rules, the Project is required to provide six-hundred thirty-five (635) residential parking stalls and one-hundred forty-seven (147) commercial stalls, for a total of seven-hundred eighty-two (782) parking stalls.

112. The Project provides seven-hundred thirty-two (732) parking stalls on-site, which will be only for the residential use.

113. The Project provides the required one-hundred forty-seven (147) parking stalls for commercial use off-site within the parking garage for the Aeo development.

114. The Project is proposing a total of eight-hundred seventy-nine (879) parking stalls, which exceeds the requirement by ninety-seven (97) stalls.

115. The Project proposes more parking than what is required by the Vested Rules, lacks parking management strategies such as shared parking between various uses, and does not

consider unbundling of parking stalls from the residential units, thus contributing to an auto-centric neighborhood.

116. The Ward MP proposes a shared parking concept which allows for various stalls to be shared among residents and commercial uses; however, the Project does not incorporate shared parking concept.

117. Act 97, Session Laws of Hawaii 2015 established clean energy goals for the State.

118. The Project is required to provide four (4) off-street loading stalls that meet or exceed the minimum dimensions as provided in the Vested Rules. The Project proposes five (5) off-street loading stalls that meet the requirements of the Vested Rules.

Circulation:

119. **Connectivity.** Within Land Block One (1), in the Diamond Head-Ewa direction, Private Driveway 2, which is a proposed extension of Halekauwila Street (“de facto Halekauwila Street Extension”) connects Ward Avenue with Kamakee Street. The de facto Halekauwila Street will remain a private roadway.

120. Within Land Block One (1), in the Mauka-Makai direction, Service Drive, which is a private two-way roadway, connects Queen Street with Auahi Street providing access for adjacent projects.

121. The Applicant describes the Project as being located within the urban core of Honolulu, near the central business district, the government center, and commercial industrial facilities, as well as recreational areas such as Ala Mona Park and Kewalo Basin Harbor.

122. The Applicant further notes that there is great access to mass transit throughout the Ward MP area, and the Project will be integrated with major existing and contemplated transportation routes, recreation and service areas.

123. The Application notes that one of the visions of the Project and the Ward MP in general is to reduce greenhouse gas emissions, promote walkability, promote alternative modes of transportation, and create a transit-oriented neighborhood.

124. ***Planned HART Stations.*** The Project site is not adjacent to any HART proposed station or its fixed guideway system.

125. The Project is within close proximity to the future proposed Kakaako rail station.

126. ***Bicycles.*** The May 6, 2009 WNMP D & O addresses (at FOF #86) bicycle networks proposed by the Applicant along Pohukaina Street, Ward Avenue, Ala Moana Boulevard, Auahi Street, and Kamakee Street, and bicycle lockers and racks to be located along these streets.

127. The Project proposes bicycle infrastructure networks along the de facto Halekauwila Street Extension, Service Drive, and Auahi Street; however, the Applicant has not provided a detailed plan for the proposed bicycle infrastructure.

128. The Honolulu Complete Streets Design Manual states that five (5) feet is the minimum width for a bicycle lane and that six (6) feet is the preferred width, especially when it entails new construction. The current bicycle lanes on Auahi Street facing the Project site do not conform to these standards and require significant improvements.

129. The Project's circulation plan is not consistent with the Act 54, Sessions Laws of Hawaii 2009, HRS § 264-20.5 and Revised Ordinances of Honolulu ("ROH") 12-15, 15 County and State Complete Street policies.

130. The Project proposes private bicycle parking within the building on floors two (2) and three (3).

131. The Project's proposed private bicycle parking within the building are inconveniently located in an unsecured area at the corner of the parking podium.

132. The Project proposes short-term public bicycle parking on the ewa edge of the de facto Halekauwila Street Extension, on the mauka edge of the Service Drive, and on the ewa edge of Auahi Street.

133. The Project's proposed plans lack sufficient detail showing how the short-term public bicycle parking will be designed.

134. Bicycle corrals hold many bicycles compared to individual racks. Honolulu Revised Ordinance 17-55 Section 21-6.150 of the Land Use Ordinance ("LUO") provides guidance for proper bicycle parking design.

135. ***Pedestrian Environment.*** The Project's internal roadways do not allow for pedestrians to circulate thru the development.

136. The May 6, 2009 WNMP D & O (at FOF #84) notes of several enhancements to pedestrian circulation within the district in the form of street improvements to Auahi Street, Ward Avenue, Kamakee Street, and Pohukaina Street.

137. Auahi Street is being proposed as a major landscaped, pedestrian friendly Street.

138. VWL noted that Auahi Street will be narrowed, and a road diet will be implemented. As stated in the Honolulu Complete Streets Design Manual “a Road Diet describes the narrowing and/or removal of motor vehicle lanes from the travel way cross-section. Both of these changes are traffic calming measures and aid in the improved safety of the corridor. Typically, the reclaimed space is used for other purposes such as wider sidewalks, landscaped spaces, bicycle lanes, linear parks, and/or on-street parking.”

139. VWL further noted that at the Master plan level, the goal is to narrow the mauka side of Auahi Street, downsize it from four lanes to two, and covert the remaining space along the Project frontage to a pedestrian promenade.

140. VWL noted that the construction of this Project will result in a pedestrian promenade at street level, to be located between the property line to the face of the building and ranging in width between fifteen (15) and thirty (30) feet (based on the existing property line location and the existing sidewalk on Auahi Street).

141. Furthermore, VWL noted that another possible option for Auahi Street is to create a pedestrian promenade ranging of a width of fifteen (15) to thirty (30) feet as described above but convert the existing Auahi Street sidewalk into a landscaped area.

142. By completely redesigning Auahi Street, with the intent of transforming it into a pedestrian promenade as noted in the May 6, 2009 WNMP D & O, VWL has an opportunity to implement the design guidelines outlined in the Honolulu Complete Streets Design Manual.

143. VWL can make Auahi Street into a desirable pedestrian friendly and a multi-modal street as described in the May 6, 2009 WNMP D & O and VWL's modification request for the Project.

144. The Project is proposing to provide pedestrian walkways along the de facto Halekauwila Street Extension, Auahi Street, and along the ewa edge of the property that abuts the proposed Central Plaza.

145. The Project proposes an elevated terraced podium along Auahi Street to function as a pedestrian promenade. The effect of utilizing an elevated terraced podium is to separate the pedestrian traffic into street level and a terraced level elevated approximately five (5) feet from the street level. This creates an undesirable pedestrian environment on the street level because it forces pedestrians to walk adjacent to an almost five (5) foot of blank wall that has no interaction with the proposed commercial spaces on the terraced level.

146. A holistic pedestrian environment would be created if the sidewalks are not split into two different zones.

147. The pedestrian realm of the Project is lacking pedestrian amenities as there are no proposed shading elements such as canopies and awnings. Canopies and awnings provide shading from natural elements to pedestrians, serve as architectural features, and provide needed shade to the interior of the commercial spaces.

148. The Project does not propose any canopy trees along de facto Halekauwila Street Extension frontage. Proposed trees consist of coconut palms or Joannis palm which do not provide much shade to enhance the pedestrian environment.

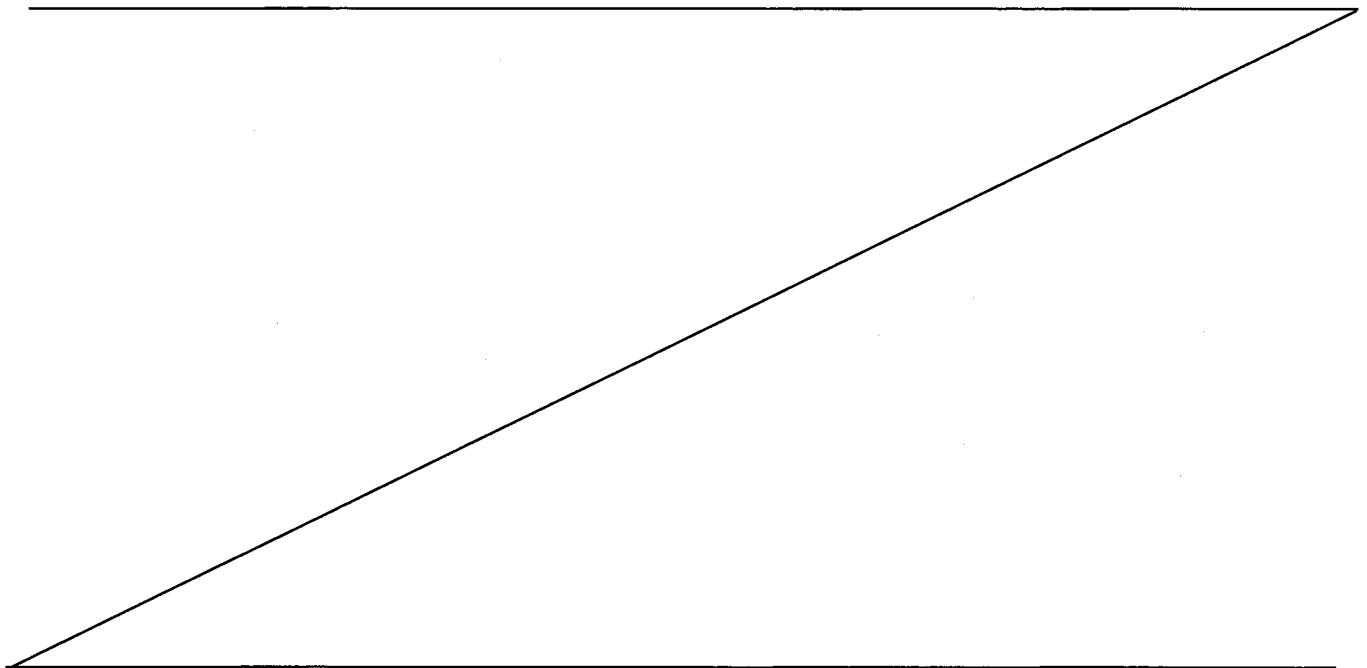
149. The Project proposes to screen the parking structure with a vegetated green wall. As shown in the rendering as seen from Auahi Street as well as from the corner of the Service Drive the vegetated green wall softens the parking podium and creates a good pedestrian environment.

150. Exhibit 18C of the Application indicates a well-articulated façade treatment along the Halekauwila Street Extension with deep shadow lines along the facade.

Public Facilities:

151. The Project is required to provide three percent (3%) of commercial floor area and four percent (4%) of residential floor area for public facilities dedication. The Project triggers a public facilities dedication requirement of approximately 27,320 square feet.

152. VWL is proposing to use its public dedication credit to satisfy the public facilities requirement for the Project.



153. The public facilities dedication for projects in the Ward MP is summarized in the table below:

WNMP Public Facilities Dedication	
Credits from Pre-WNMP Projects	39,581 (SF)
<i>Public Facilities Dedications Provided After WNMP (To Date)</i>	
Projects	Area (SF)
Land Block 2-Project 1 (Waiea): Sidewalk along Ala Moana Boulevard	521
Land Block 2-Project 2 (Gateway): Central Plaza	34,371
Land Block 3-Project 1 (Anaha): Sidewalk along Queen Street	353
Land Block 3-Project 1 (Anaha): Sidewalk along Auahi Street	496
Land Block 3-Project 1 (Anaha): Sidewalk along Auahi Street	431
Land Block 3-Project 1 (Anaha): Midblock	902
Land Block 5-Project 1 (Ke Kilohana): Right-of-way along Ilaniwai Street	1,785
Halekauwila Street Dedication to HCDA	37,261
Subtotal of Public Facilities Dedication Provided to Date Including Credits	115,701
<i>Proposed (Pending) Public Facilities Dedications (To Date)</i>	
Projects	Area (SF)
Land Block 1-Project 3 (Aalii): Sidewalk Easement	4,500
Land Block 1-Project 3 (Aalii): Driveway Easement	38,000
Land Block 1-Central Plaza	53,251
Subtotal of Pending Public Facilities Dedication	95,751
<i>Required Public Facilities Dedication (To Date)</i>	
Projects	Area (SF)
Land Block 1-Project 2 (Aeo)	24,052
Land Block 1-Project 3 (Aalii)	24,788
Land Block 1-Project 4 (Koula)	27,320
Land Block 2-Project 1 (Waiea)	20,831
Land Block 2-Project 2 (Gateway)	31,163
Land Block 3-Project 1 (Anaha)	25,796
Land Block 5-Project 1 (Ke Kilohana)	3,092
Subtotal of Required Public Facilities Dedication to Date	157,042
Remaining Balance After the Dedication of Pending Public Facilities	54,410

Reserved Housing:

154. A running total of the reserved housing requirements by project in the Ward MP is provided in the table below.

Reserved Housing Requirement		
Project	Residential Units	Reserved Housing Units
Land Block 1-Project 2 (Aeo)	466	0
Land Block 1-Project 3 (Aalii)	751	150
Land Block 1- Project 4 (Koula)	570	64
Land Block 2-Project 1 (Waiea)	177	0
Land Block 2-Project 2 (Gateway)	236	0
Land Block 3-Project 1 (Anaha)	318	0
Land Block 5-Project 1 (Ke Kilohana)	424	375
Total Residential Units	2,942	589
Reserved Units Required (20%)	589	
Reserved Housing Balance	0	

155. Per the Application, to complete the requirement of five-hundred eighty-nine (589) reserved housing units for projects in the Ward MP that have been approved or proposed to date, a remainder of at least 64 reserved housing units will be provided either within the Project or off-site within the Ward MP.

MODIFICATIONS

156. The Applicant requests modification to HAR § 15-22-62, allowing the increase of platform height to allow parking structure to be moved up and away from the street. This would allow commercial spaces and residential units to be built within the platform, creating a pedestrian-friendly experience.

157. Pursuant to HAR § 15-22-22 of the Vested Rules, the Authority may consider modifications to specific rule provisions when:

- (1) The modification would provide flexibility and result in a development that is practically and aesthetically superior to that which could be accomplished with the rigid enforcement of this chapter;
- (2) The modification would not adversely affect adjacent developments or uses; and
- (3) The resulting development will be consistent with the intent of the mauka area plan.

158. Pursuant to HAR § 15-22-120 of the Vested Rules, the Authority may grant modifications as part of the planned development permit review process to the following items:

- (1) View corridor setbacks;
- (2) Yards;
- (3) Loading space;
- (4) Parking;
- (5) Minimum and maximum ratio of residential and commercial space;
- (6) Towers, as follows:
 - (A) Tower footprint area:
 - (i) For buildings within the district utilized by the general public but limited to: auditoriums, community centers, and churches; or
 - (ii) For those portions of towers below sixty-five feet in height.
 - (B) Number of towers: The maximum number of towers may be modified for all structures within the area bounded by Punchbowl, King, South, and Pohukaina Streets;

- (7) Platform heights may be commensurately modified to exceed forty-five feet where:
 - (A) Subsurface construction is infeasible;
 - (B) Design requirements for ceiling height clearances require height adjustment;
 - (C) Industrial, commercial, residential or community service uses are substantially located within the platform, especially along streets or public spaces; or
 - (D) Significant public facilities or pedestrian features are provided at the street level, especially arcades or publicly accessible open space in excess of the minimum grade-level open space;
- (8) Number of reserved housing units and the cash-in-lieu of providing reserved housing units; and
- (9) Open space, as follows:
 - (A) Obstructions overhead that enhance utilization and activity within open spaces or do not adversely affect the perception of open space; and
 - (B) Height from sidewalk elevation of four feet may be exceeded at a maximum height-to-length of 1:12 if superior visual relief from building mass results.

159. The requested modification allows the parking structure to be moved up and away from the street, providing space for commercial and residential to be built within the platform. These elements, rather than the parking structure, will face the public realm, creating a more aesthetically pleasing and pedestrian friendly façade.

160. The Mauka Area Plan and Vested Rules provide flexibility for large developments and adopt an approach that departs from the rigidities of lot-by-lot development, allowing the community to receive public amenities that would otherwise be unavailable. The Vested Rules HAR § 15-22-1 expressly provide that “the authority shall interpret these rules to encourage flexibility of design.” The Mauka Area Plan expressly provides that its vision is to

create the vertical mixing of uses, locate commercial at grade, and create pedestrian-oriented residential, commercial, social and recreational activities.

161. To create the vision and meet the goals identified in the Mauka Area Plan, the following elements were described therein:

- “Commercial uses requiring easy access to automotive traffic could also locate at grade.”
- “Large scale developments or superblocks are proposed to make the mixed-use concept work most efficiently.”
- “Most developments in the Mauka Area will be encouraged to have common urban design features for the purpose of creating a desirable and functional community. These features are tastefully designed platforms, decks, and towers.”
- Creating a level “with pedestrian-oriented residential, commercial, social and recreational activities....”

162. The modification request is consistent with the May 6, 2009 WNMP D & O. The May 6, 2009 WNMP D & O identified modifications that VWL would be seeking to implement the vision of the WNMP Application (dated April 2, 2008), including the modification of the platform height.

163. One of the reasons to allow platform modification under HAR § 15-22-120 is that the subsurface construction be proven infeasible. The Project is in Flood Zone AE with Base Flood Elevations of eight (8) feet above Mean Sea Level, however, subsurface parking is not infeasible, but may be cost prohibitive.

164. Pursuant to HAR § 15-22-120 (7) (d) “platform heights may be commensurately modified to exceed forty-five (45) feet where significant public facilities or pedestrian features

are provided at the street level, especially arcades or publicly accessible open space in excess of the minimum grade-level open space.”

165. The Project proposes a ground floor that is seventeen (17) feet high to accommodate commercial and retail use. The Project does not include industrial use on the ground floor.

166. The ground floor of the Project, which faces Auahi Street, the de facto Halekauwila Street Extension, and the Central Plaza will be publicly-accessible spaces, including commercial spaces. Similarly, the ground floor of the Project along the Service Drive in addition to having commercial spaces and publicly accessible spaces will also have access to the Porte Cochere.

167. The Project’s request to increase the height of the platform from forty-five (45) feet to seventy-five (75) feet results in a thirty (30) foot height difference, which translates to an approximately sixty-seven percent (67%) height increase.

SECTION HRS 206E-5.6 REQUIREMENT

168. Extent to which the Project advances the goals, policies, and objectives of the applicable district plan. The Project has been designed consistent with the goals of the May 6, 2009 WNMP D & O, the Vested Rules, the Authority’s development guidance policies, and the district wide plan for the Kakaako Mauka Area.

169. The Project is located in the urban core of Honolulu, in close proximity to the central business district, the government center, and commercial and industrial facilities, as well as recreational areas such as Ala Moana Beach Park and Kewalo Basin Harbor. In addition,

there is access to mass transit throughout the Ward MP area, and the Project has been coordinated with major existing and contemplated transportation routes, recreational and service areas.

170. The Project will create a dynamic mixed-use environment.

171. The Authority shall consider to the extent to which the Project protects, preserves, or enhances desirable neighborhood characteristics through compliance with the standards and guidelines of the applicable district rules. This mixed-use Project is adjacent to bus and trolley routes, providing excellent connectivity for residents and visitors. In addition, it is near the planned rail station.

172. The Authority shall consider to the extent to which the Project avoids a substantially adverse effect on surrounding land uses through compatibility with the existing and planned land use character of the surrounding area. Development permits for Waiea, Anaha, and Aeo, approved under the Ward MP, have brought mixed-use residential buildings, commercial frontages, and shopping destinations. The Project proposes to integrate with these existing and planned conditions, including the Central Plaza, by providing ground level retail spaces and open spaces.

173. The Project proposes a design to transform Auahi Street into a pedestrian promenade.

174. The Project is near the central business district, existing transportation options, and near the proposed HART transit station creating the opportunity to reduce reliance on the automobile.

175. The Authority shall consider to the extent to which the Project provides housing opportunities for all income groups, particularly low, moderate, and other qualified income groups. The Project will provide approximately five-hundred-seventy (570) residential units, with a mix of bedroom unit types.

176. Consistent with the May 6, 2009 WNMP D & O and the Authority's Vested Rules, the market rate units will trigger a requirement to provide reserved housing units with income restrictions. A minimum of 64 reserved housing units will be provided either on-site within the Project or off-site within the Ward MP.

177. The Authority shall consider the impact of the Project on pedestrian oriented development, including complete streets design. The Project design provides a pedestrian environment by creating street-level commercial and public open spaces. The proposed height modification allows for retail, restaurants, and residential units to be accessible from the Central Plaza and provides a more pedestrian friendly façade along the Central Plaza, the de facto Halekauwila Street Extension, and Auahi Street.

178. The Authority shall consider the impact of the Project on transit oriented development, including rail, bus, and other modes of rapid transit. Consistent with transit-oriented development principles, the Project is located within blocks of the planned rail station (near Ward Avenue and Queen Street) and adjacent to bus and trolley routes, providing excellent connectivity for residents and visitors.

179. The Authority shall consider the impact of Project on community amenities such as gathering places, community centers, culture and arts facilities, and the full array of public

facilities normally provided by the public sector. The Project will provide easily-accessible amenities and social gathering spaces to encourage interaction within its community of residents, business tenants, and visitors, and within the greater communities of Kakaako and Honolulu.

180. The Project requires a public facilities dedication of 27,320 square feet.

181. To date, VWL has dedicated 115,701 square feet of public facilities, and there are 95,751 square feet of pending public facilities to be dedicated within Land Block One (1).

182. To date, inclusive of the pending public facilities dedication, VWL will have a total of 211,452 square feet of public facilities dedication.

183. To date, based on all the permitted and pending projects, VWL is required to provide a total of 157,042 square feet of public facilities dedication. Therefore, after providing the required 157,042 square feet of public facilities dedication, VWL will have a remaining balance of 54,410 square feet for public facilities dedication.

184. The Authority shall consider the impact of the Project on preservation of important natural systems or habitats. The Project will avoid an adverse impact to the surrounding environment through the LEED-ND Platinum certification, the highest rating provided, that was awarded to the Ward MP for its efforts in sustainability.

185. According to the USGBC, LEED developments are designed to deliver the following benefits: lower operating costs and increased value; reduced waste; energy and water conservation; more healthful and productive environments; and reductions in greenhouse gas emissions.

186. VWL, at a minimum, will also pursue LEED certification for new construction (“LEED-NC”) for the Project.

187. To achieve the LEED-NC certification, VWL plans to employ the following sustainable practices at the Project: planning for a sustainable site; sustainable location and transportation planning; water efficiency; promotion of energy, atmosphere and indoor environmental quality; use of responsibly-managed materials and resources; promotion of indoor environmental quality; and promotion of social sustainability.

188. The Authority shall consider the impact of the Project on maintenance of valued cultural, historical, or natural resources. As set forth above, VWL completed the following studies prior to its submission of the first development permit under the May 6, 2009 WNMP D & O:

- Historic building inventory (Fung Associates - June 2012)
- Cultural impact assessment (Cultural Surveys Hawaii - May 2012)
- Predictive archaeological model (Cultural Surveys Hawaii - May 2012)
- Archaeological Inventory Survey Plan (Cultural Surveys Hawaii - December 2012)

189. In addition to the foregoing, VWL has complied with HRS Chapter 6E and SHPD’s rules including HAR Chapter 13-284 in preparing the necessary archaeological inventory surveys and mitigation documents specific to the Project.

190. The Authority shall consider the impact of the Project on maintenance of other resources relevant to the State’s economy. The May 6, 2009 WNMP D & O discusses of a pedestrian-friendly, smart-growth community where its residents can live, work, and play.

191. The Authority shall consider the impact of the Project on the commitment of state funds and resources. The Project does not require State funds. Existing and planned infrastructure is adequate to support the Project and will not consume additional State resources.

192. The Authority shall consider the impact of the Project on employment opportunities and economic development. Other Project within the Ward MP and the Project will have direct economic impact on the local economy and will be significant contributors to extending economic expansion on Oahu.

193. The Authority shall consider the impact of the Project on maintenance and improvement of educational programs and services provided by schools. The State of Hawaii DOE is in the process of implementing a school impact fee district from Kalihi to Ala Moana (KAM School Impact Fee District), an area that includes the Project site. The DOE anticipates that the impact fees will be collected as a condition of building permit approval for all residential projects within the KAM School Impact Fee District.

194. The DOE has determined that the Project will be subject to requirements of its KAM School Impact Fee District program.

195. When the impact fee gets adopted the VWL will comply with all applicable laws regarding school impact fees.

WIND AND NOISE STUDIES

196. VWL retained Rowan Williams Davies & Irwin Inc. ("RWDI") to conduct wind tunnel studies for the pedestrian wind conditions in and around the proposed Project.

197. RWDI noted that winds around the Project will be simulated in one of RWDI's boundary-layer wind tunnels for the existing and proposed building configurations by using 1:400 scale model of the study building and its surroundings within a 1600 feet radius.

198. The wind study will focus on frequently used pedestrian areas such as main entrances, sidewalks, and outdoor seating areas at both grade and podium levels.

199. Wind tunnel measurements for thirty-six (36) wind directions will be taken at key pedestrian areas within 800 feet radius of the site and will be combined with the long-term weather data collected from the nearby Honolulu International Airport to predict wind speeds and frequencies in full scale.

200. These data will then be compared with RWDI wind comfort and safety criteria to determine if they are appropriate for the intended use of the pedestrian areas on and around the Project.

201. RWDI will provide VWL a report summarizing the main findings from the wind tunnel tests. Similarly, wind mitigation measures will be provided for areas where higher-than-desired wind speeds are detected.

202. VWL retained CENSEO AV + Acoustics to conduct a noise impact analysis for the Project.

203. CENSEO AV + Acoustics identified the following as potential noise sources for the Project: transit noise, construction noise, building operational and mechanical noise, parking structure and loading area noise, street-level retail noise, and amenity level noise.

204. CENSEO AV + Acoustics recommended various mitigation measures for the Project to address the anticipated noise from the potential noise sources. In addition, CENSEO AV + Acoustics will make additional noise mitigation recommendations throughout the design phases, as well as during the construction phase, where applicable.

CULTURAL AND HISTORIC PRESERVATION

205. VWL retained Cultural Surveys Hawaii to conduct an archeological literature review and predictive model and cultural impact assessment for the entire Ward MP area, as well as the archaeological survey reports and related studies and plans specific to the original Block I area, which includes the Project site.

206. SHPD has reviewed and accepted the applicable archaeological inventory survey reports, monitoring plans, and burial treatment plans for the Block I area, which includes the Project site.

207. On September 6, 2017, SHPD issued its letter confirming that the Project and the Central Plaza satisfy the SHPD process under HRS § 6E-42, HRS § 6E-43, and HAR § 13-284-3(b) steps one through five through the preparation of the archaeological inventory surveys and mitigation plans, including the archaeological monitoring plans and burial site component of data recovery, as well as the preservation plans for the archaeological and historic properties documented in the Project area.

208. Three burial sites have been identified in Land Block One (1) that are planned to be preserved in place and treated appropriately under an approved Burial Treatment Plan in close consultation with recognized Cultural Descendants.

209. There are no known burial sites on the Project site.

TRAFFIC

210. A Traffic Impact Report (“TIR”), dated March 2017, was prepared by Wilson Okamoto Corporation to identify and assess the potential traffic impacts and necessary mitigation measures resulting from the Project.

211. The TIR concluded that the Project is expected to have an impact on traffic that could be mitigated with the implementation of several recommendations. The following were identified as mitigation measures in the TIR for the Project:

- Maintain sufficient sight distance for motorists to safely enter and exit the Project driveway.
- Provide adequate on-site loading and off-loading service areas and prohibit off-site loading operations.
- Provide adequate turn-around area for service, delivery, and refuse collection vehicles to maneuver on the Project site to avoid vehicle-reversing maneuvers onto public roadways.
- Provide sufficient turning radii at all Project driveways to avoid or minimize vehicle encroachments to oncoming traffic lanes.
- If access at the entrance to the parking garage is controlled, provide sufficient storage for entering vehicles at the parking area access controls (i.e., automatic gate, etc.) to ensure that queues do not extend onto the adjacent public roadways.
- Consider modifying the south driveway for Block I along Private Drive to a one-way (exit) driveway with one-way circulation through the development’s on-site drop-off/pick-up area to minimize conflicts between turning movements at that driveway.
- Upgrade the Traffic Impact Report for Block I should development phasing, land use intensity, or land use mix change.

- Continue to develop and/or enhance bicycle and pedestrian facilities, as well as, public transportation services in the project vicinity as described in the “Transportation Master Plan for the Ward Villages Master Plan,” dated May 2016.

212. VWL plans to implement all the recommended mitigation measures identified in the TIR.

213. Wilson Okamoto Corporation concluded that with the implementation of the mitigation measures identified in the TIR, traffic operations at the study intersections with the Block I development are expected to be at levels of services similar to those occurring without the Project conditions.

214. A Transportation Master Plan for the Ward MP, dated May 2016, was prepared to assess traffic conditions within the Kakaako area with the construction of the Ward MP.

215. The Transportation Master Plan for the Ward MP recommended traffic improvements that need to be implemented under Block I, which is the block where the Project is located.

216. The DTS, in its letter dated May 16, 2018, commented that the TIR be replaced with a Transportation Assessment (“TA”) that analyzes the multi-modal nature of the Kakaako neighborhood and recognizes the need for traffic control devices, streetscape and intersection improvements that encourage walking, bicycling, and transit use as the primary access modes for the proposed Project.

217. The comments provided by the DTS and recommendation to prepare a TA are generally consistent with the DPP’s intention to promote pedestrian safety and enhance the pedestrian experience.

218. A TA can be prepared in addition to the TIR or the TIR can incorporate aspects of the TA recommended by the DTS. DTS's main intent is to propel projects that support complete streets to allow for the safe movement of all transportation infrastructure users.

INFRASTRUCTURE

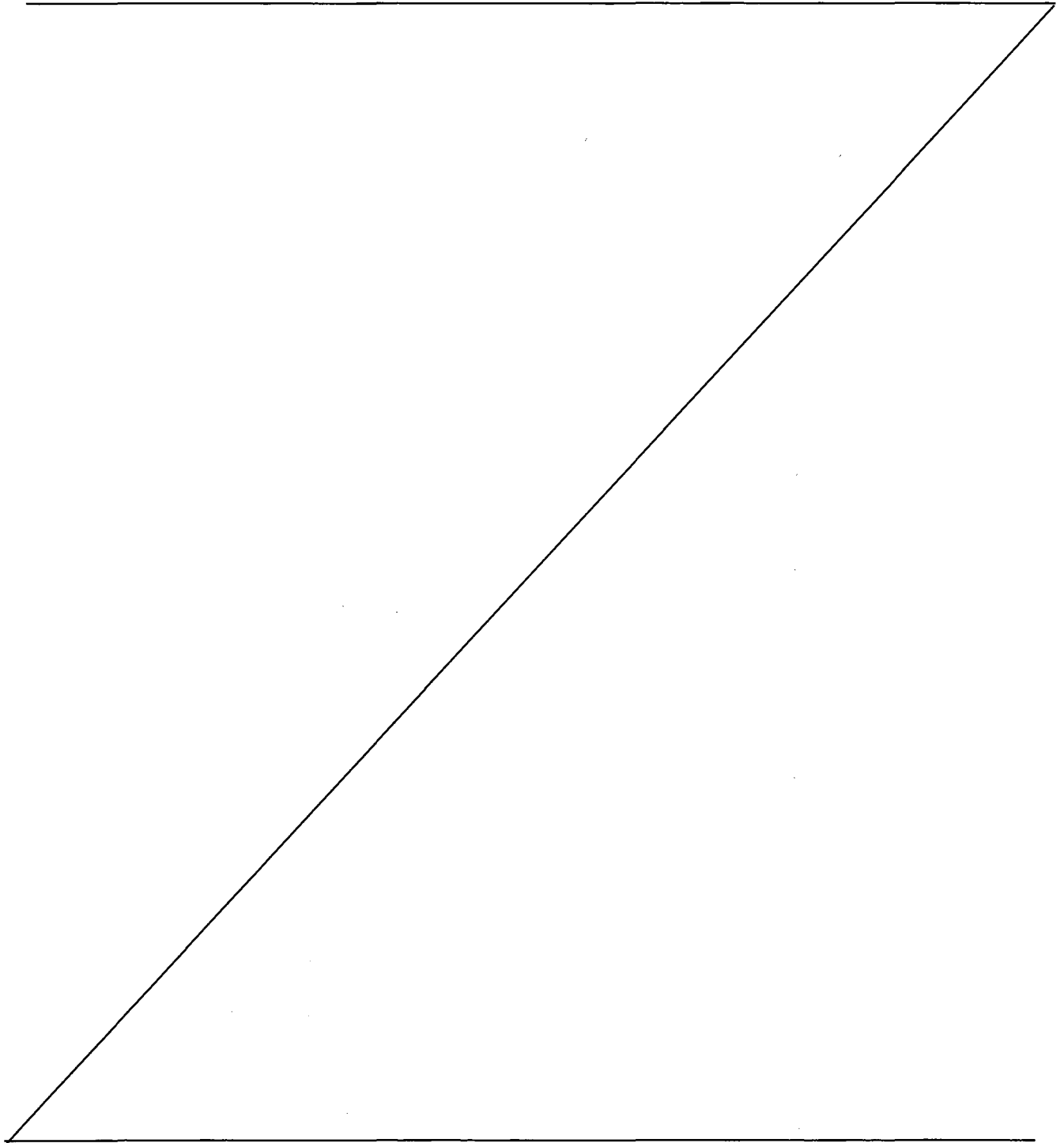
219. The BWS, in its letter dated May 23, 2018, confirmed that the existing water system is adequate to accommodate the proposed Project.

220. BWS also noted that the developer should: (a) upgrade the 6-inch water main on Queen Street, starting from Cooke Street up to the existing 12-inch water main (located between Cummins Street and Kamakee Street) to a 12-inch main, (b) separately meter the different uses in the proposed Project, and (c) implement water conservation measures.

221. Sufficient sanitary sewer service is available from the municipal sanitary sewer system operated by City and County of Honolulu. On April 25, 2017, the Sewer Connection Application for the Project was approved by the DPP.

222. The Project will comply with all state, county, and federal laws, rules and regulations including but not limited to the following: (a) Best Management practices Manual for Construction Sites; (b) Rules Relating to Soil Erosion Standards and Guidelines; (c) Rules Relating to Storm Drainage Standards; (d) ROH related to grading, (e) ROH Chapter 14 entitled "Public Works Infrastructure Requirements Including Fees and Services"; (f) Hawaii Administrative Rules, Title 11, Chapter 54 entitled "Water Quality Standards"; and (g) HAR, Title 11, Chapter 55 entitled "Water Pollution Control," specifically with Regard to Appendix C,

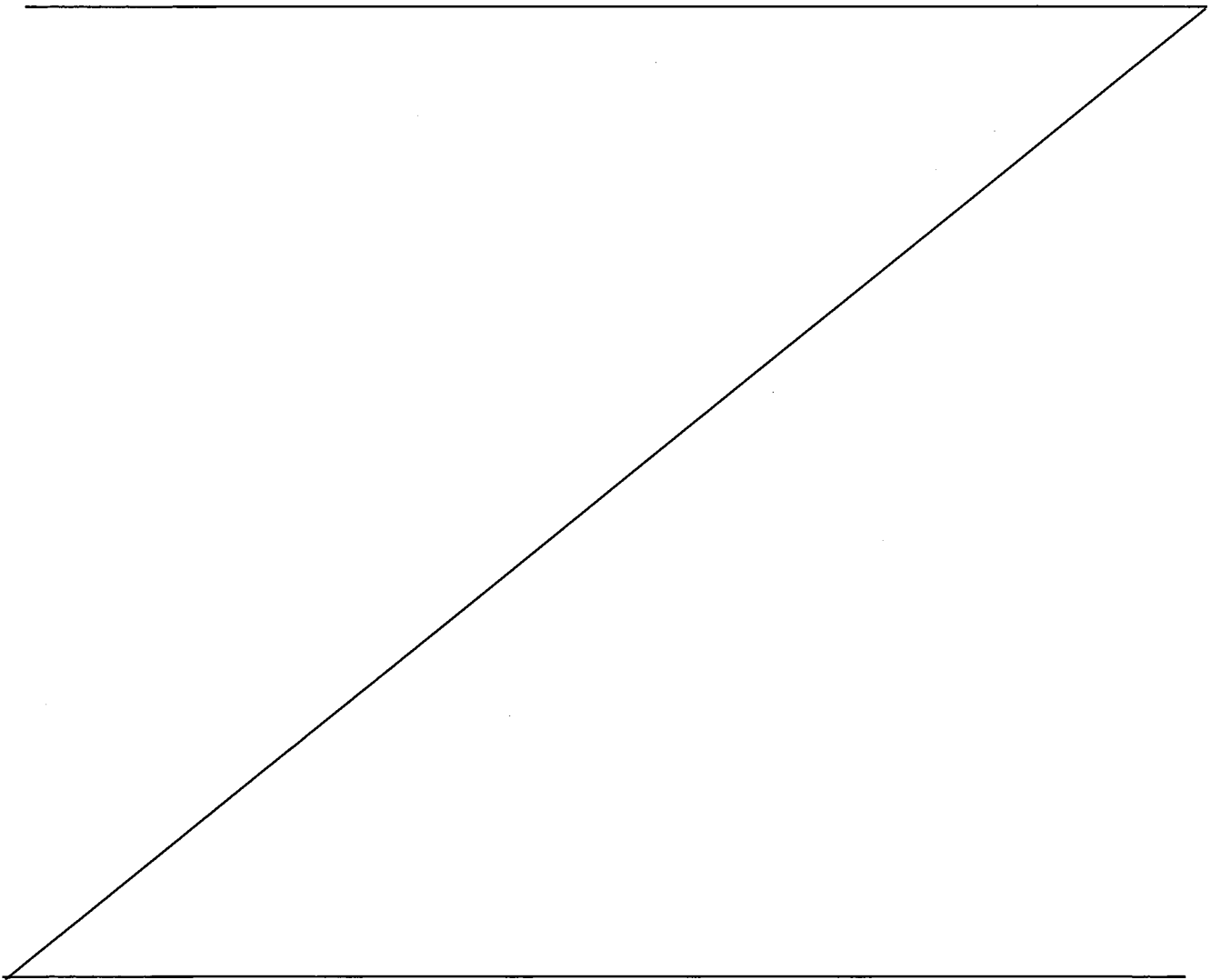
the National Pollutant Discharge Elimination System “General Permit Authorizing Discharges of Storm Water Associated with Construction Activities”.



RULINGS ON PROPOSED FINDINGS OF FACT

Any of the findings of fact submitted by Petitioner and the Intervenor not already ruled upon by the HCDA by adoption herein, or rejected by clearly contrary finding of fact herein, are hereby denied and rejected.

Any conclusions of law herein improperly designated as a finding of fact should be deemed or construed as a conclusion of law; any finding of fact herein improperly designated as a conclusion of law should be deemed or construed as a finding of fact.



CONCLUSIONS OF LAW

1. Pursuant, to HRS 91-10(5), as the Applicant, VWL carries the burden of proof, by a preponderance of the evidence, including burden of producing evidence as well as the burden of persuasion.
2. HCDA has jurisdiction to approve planned development permits and issue planned development permits pursuant to HRS § 206E-4 and 206E-5.6.
3. Pursuant to the May 6, 2009 WNMP D & O, approved by the Authority, the rules applicable to this Planned Development Permit are those contained in HAR Chapter 15-22, also referred to herein as the “Vested Rules.”
4. The modification proposed for the Project does meet the standards set forth under the Vested Rules, including HAR § 15-22-22 and HAR § 15-22-120 (7).
5. SHPD has exercised its responsibility and met its obligations pursuant to HRS § 6E-42 and HAR Chapter 13-284 to review and comment on the Project’s impacts and mitigation of these impacts on significant historic properties and burial sites.
6. Article XII, Section 7 of the Hawaii State Constitution requires the State to protect native Hawaiian traditional and customary rights. The State reaffirms and shall protect all rights, customarily and traditionally exercised for subsistence, cultural, and religious purposes and possessed by ahupuaa tenants who are descendants of native Hawaiians who inhabited the Hawaiian Islands prior to 1778, subject to the right of the State to regulate such rights. The State and its agencies are obligated to protect the reasonable exercise of customarily and traditionally exercised native Hawaiian rights to the extent feasible. Public Access Shoreline Hawai’i v.

Hawaii County Planning Commission, 79 Hawaii 425, 903 P.2d 1246, cert. denied, 517 U.S. 1163, 116 S. Ct. 1559 (1996); Ka Pa’akai O Ka ‘Aina v. Land Use Commission, 94 Hawaii 31, 7 P.3d 1068 (2000).

7. In the event any human skeletal remains are inadvertently discovered; any activity in the immediate area that could damage the remains or the potential historic site shall cease. The discovery shall be reported as soon as possible to the Department of Land and Natural Resources (“DLNR”), the appropriate medical examiner or coroner, and the Honolulu Police Department, HRS § 6E-43.6. The DLNR has jurisdiction over any inadvertent discovery of human skeletal remains over fifty-years old, and the protocol to be followed is set forth in HAR § 13-300-40.

8. The May 6, 2009 WNMP D & O identified as one of the amendments to the Mauka Area Plan the single “mixed-use” land use designation for VWL-owned lands, instead of the “mixed-use” commercial (MUZ-C) and “mixed-use residential” (MUZ-R) land use designations.

9. The term single “mixed-use” means that across the Ward MP instead of having a MUZ-C and a MUZ-R land use designation there will be one land use designation.

10. As set forth in the Declaratory Order, where the Authority granted VWL’s petition for : (a) deletion of Halekauwila Extension shown in the Mauka Area Plan on the East side of Ward Avenue connecting to Queen Street to be replaced by a street parallel to Queen Street between Ward Avenue and Kamakee Street (Halekauwila Street Extension Deletion); (b) Deletion of the park/parking garage facility along the Halekauwila Extension contained in the

Mauka Area Plan (Park/Parking Garage Deletion); and (c) a single "mixed-use" land use designation for the Ward Neighborhood Master Plan area, instead of the "mixed-use commercial" (MUZ-C) and "mixed-use residential" (MUZ-R) land use designations, are inapplicable and are no longer required given the repeal of the 2005 Mauka Area Rules/Plan and the adoption of a new Mauka Area Plan in November 2011.

11. As set forth under HAR § 15-22-77(a) "No building wall shall contain a reflective surface for more than thirty percent of the wall's surface area."

12. Per HAR § 15-22-5, "Reflective Surface means any glass or other surface, such as polished metal, specified in the manufacturer's literature having reflectance (designed by such terminology as average daylight reflectance, visible light reflectance, visible outdoor reflectance, and comparable terms) of over thirty percent."

13. As set forth under Subchapter 4, Planned Development, HAR § 15-22-119 Conditions, the Authority may attach to a planned development permit conditions which may concern any matter subject to a regulation under the Vested Rules.

DECISION AND ORDER

Upon consideration of all applicable rules and regulations, the evidence and testimony presented by VWL, the public comments, and all other evidence appearing in the record, the Authority concludes that the Project has satisfied the requirements of HRS Chapter 206E, HRS Chapter 6E, the Vested Rules, HAR Chapter 13-284, the May 6, 2009 WNMP D & O, and the vision and intent of the applicable Mauka Area Plan for a development permit.

IT IS HEREBY ORDERED that the Planned Development Permit for the Project and the requested modification pursuant to HAR § 15-22-62 to increase the platform height of the Project to seventy-five (75) feet and allow for an additional 12 feet height for accessory architectural elements on the platform is hereby APPROVED subject to the following conditions:

1. Reserved housing shall be required pursuant to the Vested Rules. VWL shall provide a minimum of sixty-four (64) reserved housing units in the Project, off-site within the Ward MP, or cash-in-lieu instead of providing units, or a combination of units and cash-in-lieu for satisfaction of the reserved housing requirement.
2. Within one hundred and eighty (180) days from the date of this development permit or prior to HCDA staff approval of the foundation permit for the Project, whichever occurs first, VWL shall submit, for review and approval by the HCDA Executive Director, a plan detailing how VWL intends satisfy the reserved housing requirement.
3. Prior to approval of the foundation permit by the HCDA staff, reserved housing unit requirement for the Project shall be secured by VWL with a financial guaranty bond from a

surety company authorized to do business in Hawaii, an acceptable construction set-aside letter, or other financial instruments reasonably acceptable to the HCDA Executive Director evidencing financing for the reserved housing construction or available funds based upon the public disclosure statements of VWL's parent company. Once a construction contract for the Project is executed, VWL shall submit a copy of the construction contract, and the performance and payment bond to the HCDA.

4. Within one hundred and eighty (180) days from the date of this planned development permit or prior to HCDA staff approval of the foundation permit for the Project, whichever occurs first, VWL shall submit a development plan and program for sale for the sixty-four (64) reserved housing units. The sale of reserved housing units shall be consistent with the Vested Rules. The program for the sale of reserved housing units within the Project shall include: (1) the option to unbundle sale of parking from the sale of the reserved housing unit; (2) a statement that the weighted average price of reserved housing units required in the Project shall be one hundred twenty percent (120%) of area median income (AMI); and (3) a statement that the mix of reserved housing units provided by all projects within the Ward MP shall contain a similarly representative mix of market-priced units planned for all projects within the Ward MP. This condition shall not be applicable if VWL elects to provide cash-in-lieu of instead of providing reserved housing units.

5. Prior to the HCDA staff approval of the foundation permit, VWL shall submit a parking program that addresses the State's clean energy goals as established in Act 97, Session

Laws of Hawaii 2015, including a shared parking program for the Project. VWL shall provide a program to unbundle parking for residential units in the Project.

6. VWL shall implement all traffic mitigation measures and recommendations identified in the TIR for the Project.

7. VWL shall implement all traffic mitigation measures and recommendations identified in the Transportation Master Plan for the Ward MP, dated May 2016, that are applicable for the Project.

8. Prior to the HCDA staff approval of a foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, verification documentation indicating that the VWL has consulted and coordinated with the City and County of Honolulu DTS regarding the public transportation services (inclusive of bus shelters and bus stop locations), bicycle facilities, and pedestrian facilities within the Project vicinity. This requirement shall apply to both private and public streets.

9. Prior to the HCDA staff approval of a foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a plan for bicycle lanes/facilities, public bicycle racks, and pedestrian walkways along the de facto Halekauwila Street Extension, Service Drive, and Auahi Street that have been reviewed and accepted by the DTS. The design layout of the bicycle lanes should follow the Honolulu Complete Streets Design Manual.

10. Prior to the HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director a plan showing a secured private bicycle parking for the Project that is located close to the principal building entrances.

11. Prior to the HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a detail design and location of the short-term public bicycle parking. The short-term public bicycle parking should use as a guidance ROH Section 17-55, and Section 21-6.150 of the LUO relating to bicycle parking design requirements.

12. No later than one hundred eighty (180) days from the date of HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, the final design for the Auahi Street frontage including the terraced walkway. VWL shall implement the Auahi Street frontage design presented in either Exhibit T-2 or T-3 of the Development Permit Application for the Project.

13. No later than one hundred eighty (180) days from the date of HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a final design and construction schedule for improvement of Auahi Street including the realignment to provide a direct connection to Pohukaina Street.

14. Prior to the HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a landscape plan for the Project.

15. Prior to the HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a final site plan that clearly depicts and provides for pedestrian circulation areas and the respective dimensions of those areas including sidewalk dimensions. The final site plan shall include sidewalks along the Service Driveway.

16. VWL shall address the comments and recommendation provided by the following governmental agencies:

- City and County of Honolulu DPP
- City and County of Honolulu DTS
- State of Hawaii DOT
- City and County of Honolulu BWS
- HART
- State of Hawaii DOE

17. Prior to the HCDA staff approval of a building permit for the Project, VWL shall submit to the HCDA Executive Director documentation verifying that VWL has met with the DOE and satisfied state statutory school impact fee requirements.

18. VWL shall comply with any future applicable school impact fee program adopted by the DOE pursuant to HRS § 302A-1601 to HRS § 302A-1612.

19. No later than one hundred eighty (180) days from the date of HCDA staff approval of a foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a final design and construction schedule for the upgrade of the 6-inch water main on Queen Street, starting from Cooke Street up to the existing 12-inch water main (located between Cummins Street and Kamakee Street) to a 12-inch main.

20. Prior to the installation of any photovoltaic panels or any other components of the Project that have a glint and glare or may emit radio frequency interference to aviation-dedicated radio signals the VWL shall request approval from the DOT Airport Division.

21. Prior to the HCDA staff approval of a foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, a revised TIR that addresses the traffic impacts along the Ala Moana Boulevard, which is a block away from the Project site.

22. Prior to the HCDA staff approval of a foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director, documentation verifying that VWL has provided HART with VWL's schedule for the anticipated design and permitting process and start of construction for the Project.

23. VWL shall continue to communicate and coordinate with HART on issues that may affect HART's proposed easements or HART's plans for the Kakaako Rail Transit Station and HART's planned fixed guideway system to be located on Land Block One (1). Such issues may include, construction scheduling and sequencing issues, utilities work, temporary street closures, sidewalk closures, and any other access/traffic issues.

24. Prior to the HCDA staff approval of the building permit for the Project, VWL shall submit LEED-ND and LEED-NC documentation that the proposed design meets the applicable standards for review by the HCDA Executive Director. The HCDA Executive Director's review will be limited to ensuring the proposed design meets applicable LEED standards.

25. Prior to the HCDA staff approval of the foundation permit for the Project, the VWL shall submit the wind study required to be conducted for review by the HCDA Executive Director. The wind study shall include impact of wind in the surrounding ground floor public use areas. The HCDA Executive Director's review and acceptance will be limited to ensuring

the proposed design does not propose any uncomfortable wind conditions in the ground floor public areas of the project.

26. Prior to the HCDA staff approval of the superstructure permit for the Project, the VWL shall submit proof of compliance with HAR § 15-22-77(a), which provides that, “[n]o building wall shall contain a reflective surface for more than thirty percent of the wall’s surface area.” Per HAR § 15-22-5, “Reflective Surface means any glass or other surface, such as polished metal, specified in the manufacturer’s literature having reflectance (designed by such terminology as average daylight reflectance, visible light reflectance, visible outdoor reflectance, and comparable terms) of over thirty percent.”

27. VWL shall implement the mitigation measures outlined by the Noise Study for the Project.

28. VWL shall plan, design, implement, and maintain the Project site in accordance with the following City and County of Honolulu and State of Hawaii Requirements and Guidelines, as applicable:

- “Best Management Practices (BMP) Manual for Construction Sites,” November 2011;
- “Rules Relating to Soil Erosion Standards and Guidelines,” April 1999;
- “Rules Relating to Storm Drainage Standards,” effective June 1, 2013;
- The Revised Ordinances of Honolulu (ROH) – for grading, specifically Chapter 14, “Public Works Infrastructure Requirements Including Fees and Services,” 1990 as amended;
- Hawaii Administrative Rules, Title 11, Chapter 54 (11-54), “Water Quality Standards”; and

- Hawaii Administrative Rules, Title 11, Chapter 55, “Water Pollution Control” – for construction runoff, specifically Appendix C, National Pollutant Discharge Elimination System (NPDES) “General Permit Authorizing Discharges of Storm Water Associated with Construction Activities” (expires December 5, 2018).

29. VWL shall provide a building frontage design that incorporates canopies and/or awnings or other architectural features that are between six (6) to ten (10) feet wide and provide shade for pedestrians on both the Auahi Street frontage and the de facto Halekauwila Street Extension frontage.

30. VWL shall provide a building façade design along the de facto Halekauwila Street Extension that includes façade articulation and depth of shadow line as represented in Exhibit 18-C of the Development Permit Application.

31. VWL shall provide a continuous green vegetative wall (“Green Wall”) at the parking podium facing Auahi Street and the Service Drive that is continually maintained to conceal the parking structure as represented in Exhibit 18B of the Development Permit Application.

32. VWL shall comply with the SHPD approved mitigation plans and all applicable laws regarding historic properties, aviation artifacts, and burial sites, including but not limited to the provisions of HRS Chapter 6E.

33. In the event any human skeletal remains are inadvertently discovered in the Project site, all activity in the immediate area shall cease and the discovery shall be immediately reported to the DLNR, the appropriate medical examiner or coroner, and the Honolulu Police Department pursuant to HRS § 6E-43.6. The DLNR has jurisdiction over any inadvertent

discovery of human skeletal remains over fifty-years old and the protocol to be followed is set forth in HAR § 13-300-40.

34. VWL shall comply with all material representations and commitments regarding the Project made to the Authority in the permit application process.

35. Infrastructure improvements can be divided into two categories: (1) infrastructure improvements or requirements which are immediately necessary to proceed with the Project; and (2) improvements which are necessary to improve and upgrade the vicinity in total through the HCDA District-Wide Improvement Program; as follows:

- A. Improvements Necessary to Proceed with the Project: With regard to infrastructure improvements or requirements that are necessary to proceed with the Project, VWL shall be responsible for providing necessary developer improvements.
- B. Improvements Proposed for the HCDA District-Wide Infrastructure Improvement Program: A part of the HCDA District-Wide Improvement Program, road and utility improvements are being undertaken in increments throughout the Kakaako Community Development District, financed in part through an Improvement District Program. In this regard, the Project shall be subject to assessments for its pro rata share of the cost of improvements which may, in the future, be necessarily undertaken in the vicinity of the respective projects under the HCDA or other government agencies' improvement programs. The Project will be assessed under the same

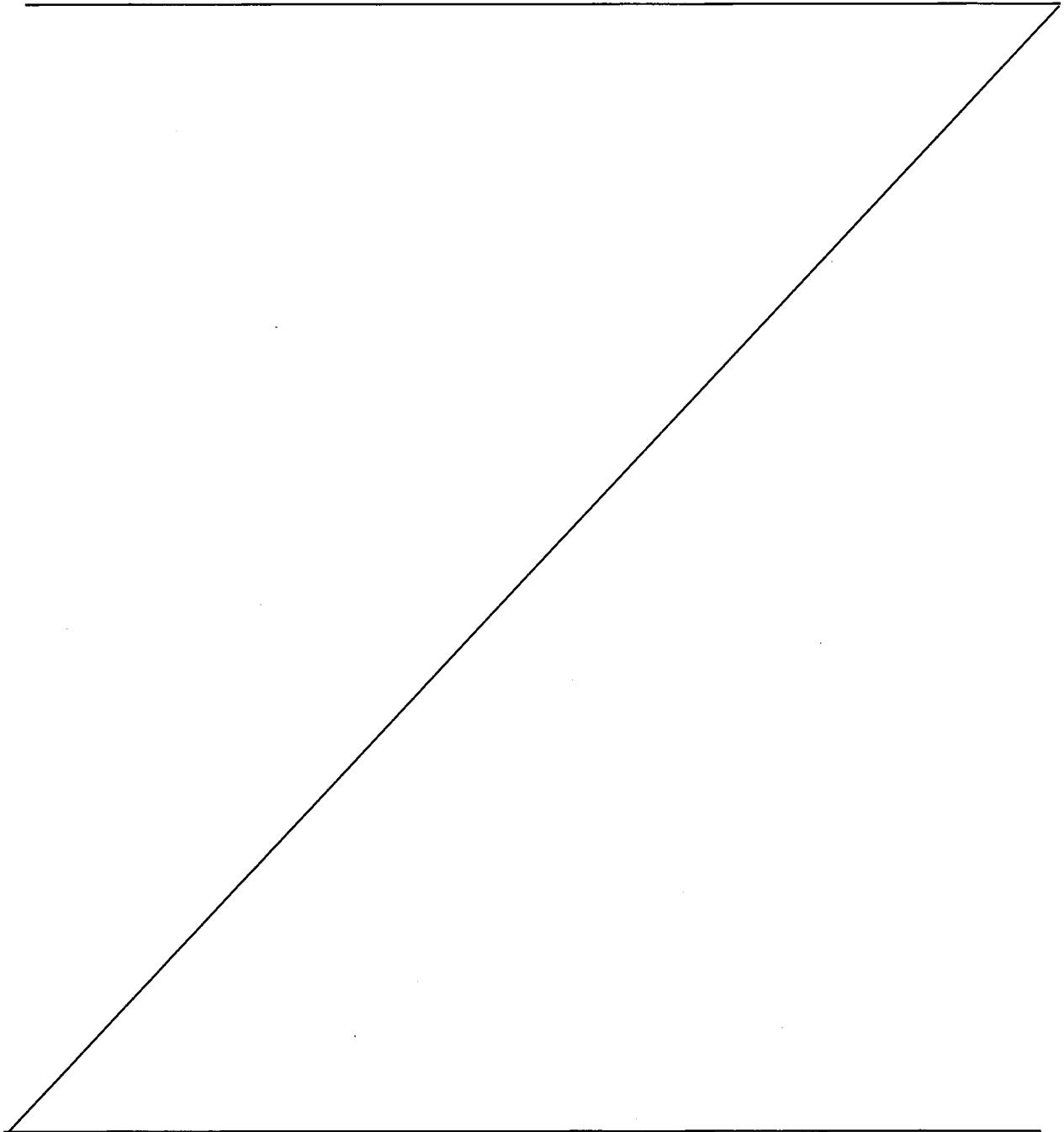
methods and in the same manner as other properties in the area. In order to ensure the participation of the Project, VWL, and its successors and assigns, shall agree to participate in the HCDA District-Wide Improvement Program at the time said program is implemented. The terms specified in the agreement shall be made a part of all condominium and conveyance documents for the Project and said documents shall be submitted to HCDA prior to submission to the Real Estate Commission and to execution.

36. Except as otherwise provided herein, VWL shall comply with all applicable requirements of the Vested Rules.

37. Prior to the HCDA staff approval of the foundation permit, VWL shall record a memorandum of this Decision and Order with the Bureau of Conveyances or the Assistant Registrar of the Land Court as a covenant running with the land. Proof of such filing in the form of copies of the covenants certified by the appropriate agency shall be submitted to HCDA.

38. Prior to HCDA staff approval of the foundation permit for the Project, VWL shall submit for review by the HCDA Executive Director a schematic plan (at an appropriate scale for readability) for the Ward Neighborhood Commons that is at least 150,000 square feet as identified in condition no. 8 of the May 6, 2009 WNMP D & O (including pedestrian walkways, public plazas, and open space) similar to the diagrammatic representation provided on page 3 of Exhibit Y of the development permit application. The schematic plan shall provide approximate dimensions (length and breadth) as well as areas for each pedestrian walkway, public plaza, and open space that together constitute the Ward Neighborhood Commons. VWL shall also submit a

proposed schedule for construction of the remaining portions of the Ward Neighborhood Commons that will be constructed contemporaneously with future Ward MP development projects.



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ADOPTION OF ORDER

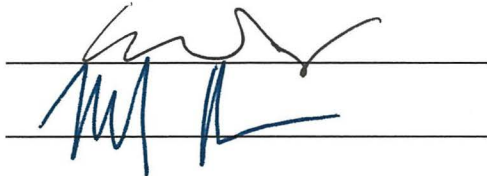
The undersigned Members, being familiar with the record and proceedings, hereby adopt and approve the foregoing ORDER this August 9, 2018. This ORDER and its ADOPTION shall take effect upon the date this ORDER is approved by the Authority.

Done at Honolulu, Hawaii, August 9, 2018.

HAWAII COMMUNITY DEVELOPMENT AUTHORITY (Kakaako Members)



Beau Bassett



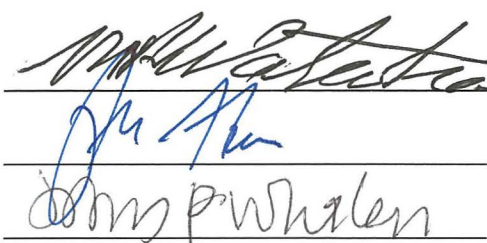
Wei Fang



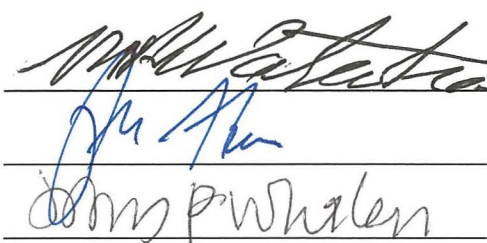
Mark Anderson
Designated representative of Director of
Department of Budget and Finance



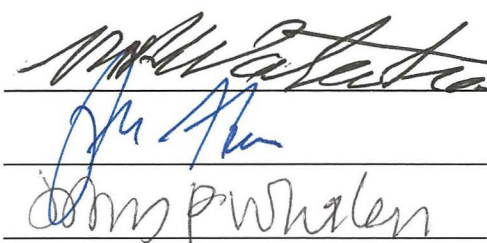
William Oh



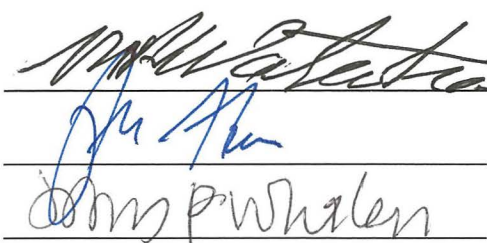
Jason Okuhama



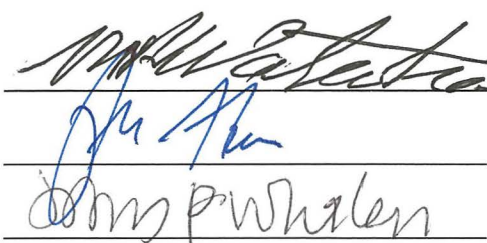
David Rodriguez
Designated representative of Director of
Department of Transportation



Mary Pat Waterhouse, Vice Chairperson



Phillip Hasha



John P. Whalen, Chairperson

APPROVED AS TO FORM:



Max Levins, Deputy Attorney General



BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY
OF THE STATE OF HAWAII

In re Application of)	APPLICATION NO. KAK 18-038
)	
VICTORIA WARD, LIMITED)	
)	
Applicant)	
)	FINDINGS OF FACT, CONCLUSIONS OF
For a Planned Development Permit for Land)	LAW, DECISION AND ORDER AND
Block 1, Project 4.)	CERTIFICATE OF SERVICE
_____)	

CERTIFICATE OF SERVICE

I hereby certify that a copy of *the Findings of Fact, Conclusions of Law, and the Decision and Order* was served upon the following parties by hand or by certified mail with return receipt requested as noted:

CERTIFIED J. DOUGLAS ING, Esq.
MAIL: BRIAN A. KANG, Esq.
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CERTIFIED TERENCE J. O'TOOLE, Esq.
MAIL: DUANE R. FISHER, Esq.
LINDSAY E. ORMAN, Esq.
Starn O'Toole Marcus & Fisher
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Honolulu, Hawaii 96813

CERTIFIED
MAIL:

DONNA Y.L. LEONG, Esq.
PAUL S. AOKI, Esq.
ROZELLE A. AGAG, Esq.
Deputy Corporation Counsel
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Honolulu, Hawaii 96813

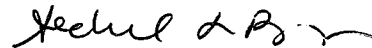
CERTIFIED
MAIL:

RACE RANDLE
Senior Vice President, Development
The Howard Hughes Corporation
1240 Ala Moana Boulevard, Suite 200
Honolulu, Hawaii 96814

HAND
DELIVERED:

MAX LEVINS, Esq.
Deputy Attorney General
425 Queen Street
Honolulu, Hawaii 96813

Honolulu, Hawaii, August 9, 2018.



AEDWARD LOS BANOS
Executive Director